

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION

The undersigned, for the purpose of carrying on a lawful business, and desiring to become a body corporate under Title of the Code of Alabama, do hereby certify as follows:

FIRST

The name of the said corporation shall be
Timberlake Enterprises, Inc.

SECOND

The objects for which said corporation is formed are to do and perform any and all things hereinafter set forth to the same extent that natural persons might or could do viz:

To own, lease, rent and operate a business and perform any and all acts lawful and necessary to operate said business.

To own real estate and erect, equip, maintain and build buildings to be used in all or any branches of the business and to rent said buildings, or portions thereof; and to do any and all other acts necessary or convenient to be done in and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage

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upon pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation of other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more Officers, to carry on all of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or county.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or Corporation.

To acquire, hold, use, sell, assign, lease grant licenses

in respect of, mortgage or otherwise dispose of letters of patent of United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the share of capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrant, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, causes in action and evidences of indebtedness or interest issued or created by any Corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and causes in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To own and operate any and all kinds of vehicles and

aircraft that may be necessary or convenient in the conduct of a general business as is set forth in the preceding sections.

In general, to carry on any other business, in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Alabama upon corporations formed under Title 10 of the Code of Alabama, and to do any or all things herein before set forth to the same extent as natural persons may or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

The corporation shall have all the powers and rights and be subject to all the duties of corporations organized and existing under the laws of the State of Alabama.

THIRD

The location and principal place of business of the corporation shall be at 440 Highway 440, Chelsea, Al 35043.

FOURTH

The total amount of the authorized capital stock of said corporation shall be FIVE THOUSAND DOLLARS (\$5,000.00), which shall be divided into FIVE THOUSAND SHARES (5,000) of the par value of ONE DOLLAR (\$1.00) per share.

FIFTH

The name and post office address of the Officer or Agent authorized and designated to receive subscriptions to the capital stock of the corporation is Wanda Spears, P. O. Box 26563, Birmingham, Al 35260.

SIXTH

The name and post office address of and the number of shares held by each of the stockholders are as follows:

Wanda Spears
P. O. Box 26563, B'ham, Al 1,000 Shares,

SEVENTH

The Officers and Directors of the corporation shall be as follows:

OFFICERS

Wanda Spears President
Wanda Spears Secretary/Treasurer

DIRECTORS

Wanda Spears.Director

EIGHTH

The period of duration of said corporation shall be perpetual, or until dissolved by the Stockholders or by operation of law.

NINTH

The dates on which the Stockholder's annual meeting shall held, the number or Directors and the terms of office of the Officers, and the powers and duties of the Officers, shall be

fixed by the By-Laws of the corporation. Other Officers than those named herein may be created by the by-laws for the regulation and government of the corporation, its agents, servants and Officers, and for all other purposes not inconsistent with the Constitution and Laws of the State of Alabama.

TENTH

The registered agent and office for service of process on Timberlake Enterprises, Inc., shall be as follows:

Wanda Spears
Physical Location: 440 Highway 440
Chelsea, Al 35043

Mailing Address: P. O. Box 26563
Birmingham, Al 35260

IN WITNESS WHEREOF, I the undersigned have hereunto set my hand and seal this the 29th day of April, 1997.

Wanda Spears (L.S.)

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me, the undersigned authority, personally appeared Wanda Spears, the herein above named incorporator, who on oath say that the matters stated in the foregoing certificate are true.

Sworn to and subscribed before me on this the 29th day of April, 1997.

Martha Ann Johnson
NOTARY PUBLIC

SUBSCRIPTION FOR SECTION 1244 STOCK

The undersigned hereby subscribes for 1,000 shares of the common stock at One Dollar (\$1.00) par value of Timberlake Enterprises, Inc., an Alabama corporation, such shares to be issued pursuant to a plan qualifying under Section 1244 of the Internal Revenue Code of 1986, as amended, and agrees to pay One Thousand Dollars (\$1,000) in cash or in kind for such shares on or before the 30th day of June, 1997. Upon receipt of full payment, a certificate for such shares of stock shall be issued to the undersigned as fully paid and nonassessable.

This the 29th day of April, 1997.

Logie S. Shepherd
Witness

Wanda Spears
Wanda Spears

The foregoing subscription is hereby accepted.

Signed in Birmingham, Alabama, this the 29th day of April, 1997.

ATTEST:

By: Wanda Spears
Secretary

By: Wanda Spears
President

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority, hereby certify that on the 29th day of April, 1997, came before me, the within named Wanda Spears who, being by me first duly sworn, deposes and says that the statements contained in the foregoing certificate are true.

Witness my hand this 29th day of April, 1997.

Martha Ann Johnson
NOTARY PUBLIC

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Timberlake Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wanda Spears, P O Box 26563, Birmingham, AL 35260 for a period of one hundred twenty days beginning April 17, 1997 and expiring August 16, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 17, 1997

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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